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**Karen Dworkin,**

*Assistant Section Chief, Environmental Enforcement Section, Environment and Natural Resources Division.*

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## DEPARTMENT OF JUSTICE

### Antitrust Division

#### **United States v. Gemstar-TV Guide International, Inc. & TV Guide, Inc.**

Proposed Final Judgment and Competitive Impact Statement. Notice is hereby given pursuant to the Antitrust Procedures and Penalties Act, 15 U.S.C. sections 16(b) through (h), that a proposed Final Judgment, Stipulation and Order, and Competitive Impact Statement have been filed with the United States District Court for the District of Columbia in *United States of America v. Gemstar-TV Guide International, Inc.*, Civil Action No. 03 CV 000198. On February 6, 2003, the United States filed a Complaint alleging that TV Guide, Inc. and Gemstar International Group Ltd. violated section 1 of the Sherman Act (15 U.S.C. 1) and section 7a of the Clayton Act (15 U.S.C. 18a), commonly known as the Hart-Scott-Rodino ("HSR") Act. The complaint alleges that, prior to the consummation of their merger, the Defendants entered into agreements not to compete, to fix prices and to allocate markets and customers, in violation of the Sherman Act. The complaint also alleges that the Defendants effectively merged their decision-making processes and transferred substantial control over their businesses in violation of the Clayton Act, which prohibits certain asset acquisitions until the expiration or termination of statutory waiting periods. The proposed Final Judgment, filed the same time as the Complaint, enjoins the Defendants from engaging in similar conduct and requires the Defendants to allow rescission of certain contracts entered into during the period before they consummated their merger. The proposed Final Judgment also requires the Defendants to pay a civil penalty of \$5,676,000 to resolve the HSR Act violation. The civil penalty component of the proposed Final Judgment is not open to public comment. Copies of the Complaint, proposed Final Judgment and Competitive Impact Statement are available for inspection at the Department of Justice in Washington, DC in Room 200, 325 Seventh Street, NW., on the Internet at <http://www.usdoj.gov/atr>, and at the Office of the Clerk of the United States District Court for the District of Columbia, 333 Constitution Avenue, NW., Washington, DC 20001.

*www.usdoj.gov/atr*, and at the Office of the Clerk of the United States District Court for the District of Columbia, 333 Constitution Avenue, NW., Washington, DC 20001.

Public comment is invited within 60 days of the date of this notice. Such comments, and responses thereto, will be published in the **Federal Register** and filed with the Court. Comments should be directed to James R. Wade, Chief, Litigation III Section, Antitrust Division, Department of Justice, 325 7th St., NW., Suite 300, Washington, DC 20530, (telephone: (202) 616-5935).

**Constance K. Robinson,**

*Director of Operations.*

[Civil Action No. 03 0198]

#### **Stipulation and Order**

It is hereby stipulated by and between the undersigned parties, through their respective counsel, as follows:

1. The Court has jurisdiction over the subject matter of plaintiff's Complaint alleging defendants Gemstar-TV Guide International, Inc. ("GTV") and TV Guide, Inc. ("TV Guide") violated section 1 of the Sherman Act (15 U.S.C. 1) and section 7A of the Clayton Act (15 U.S.C. 18(a)), and over each of the parties hereto, and venue of this action is proper in the United States District Court for the District of Columbia. The defendants authorize David T. Beddow, Esq. of O'Melveny & Meyers LLP to accept service of all process in this matter on their behalf.

2. The parties stipulate that a Final Judgment in the form hereto attached may be filed and entered by the Court, upon the motion of any party or upon the Court's own motion, at any time after compliance with the requirements of the Antitrust Procedure and Penalties Act (15 U.S.C. 16), and without further notice to any party or other proceedings, provided that Plaintiff has not withdrawn its consent, which it may do at any time before the entry of the proposed Final Judgment by serving notice thereof on defendants and by filing that notice with the Court.

3. GTV and TV Guide shall abide by and comply with the provisions of the provisions of the proposed Final Judgment pending entry of the Final Judgment by the Court, or until expiration of time for all appeals of any Court ruling declining entry of the proposed Final Judgment, and shall, from the date of the signing of this Stipulation by the parties, comply with all the terms and provisions of the proposed Final Judgment as though they were in full force and effect as an order of the Court.

4. This Stipulation shall apply with equal force and effect to any amended proposed Final Judgment agreed upon in writing by the parties and submitted to the Court.

5. In the event that Plaintiff withdraws its consent, as provided in paragraph 2 above, or in the event that the proposed Final Judgment is not entered pursuant to this Stipulation, the time has expired for all appeals of any Court ruling declining entry of the proposed Final Judgment, and the Court has not otherwise ordered continued compliance with the terms and provisions of the proposed Final Judgment, then the parties are released from all further obligations under this Stipulation, and the making of this Stipulation shall be without prejudice to any party in this or any other proceeding.

6. The parties' execution of this Stipulation and entry of the Final Judgment settles, discharges, and releases any and all claims of the plaintiff for civil penalties against:

(a) Defendant GTV, its directors, officers, employees, and agents, under § 7A of the Clayton Act, 15 U.S.C. 18(a), arising from the acquisition of TV Guide by GTV; and

(b) Defendant TV Guide, its directors, officers, employees and agents, under § 7A of the Clayton Act, 15 U.S.C. 18(a), arising from the acquisition of TV Guide by GTV.

Respectfully submitted, for Plaintiff United States of America.

**Robert Faulkner (D.C. Bar No. 430163),**

*U.S. Department of Justice, Antitrust Division, Litigation III Section, 325 7th Street, NW., Suite 300, Washington, DC 20530, Tel: (202) 514-0259, Fax: (202) 307-9952.*

Dated: February 6, 2003.

For Defendants Gemstar-TV Guide International, Inc. and TV Guide, Inc.

**David T. Beddow (D.C. Bar No. 288514),**

*O'Melveny & Myers LLP, 555 Thirteenth Street, NW., Washington, DC 20004-1109, Tel: (202) 383-5362, Fax: (202) 383-5414.*

#### **Order**

The Court having considered the parties' Joint Motion for Entry of Stipulation and Order, and upon consent of the parties.

*It is hereby ordered* that defendants shall abide by and comply with all terms and provisions of the proposed Final Judgment pending compliance with the requirements of the Antitrust Procedures and Penalties Act, 15 U.S.C. 16.